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**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
<u>In re</u>	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**STAFFING REPORT BY AP SERVICES, LLC
FOR THE PERIOD OCTOBER 1, 2009 THROUGH OCTOBER 31, 2009**

In connection with this Court's *Amended Order Authorizing the Debtors to Employ and Retain AP Services, LLC as Crisis Managers and to Designate Albert A. Koch as Chief Restructuring Officer, Nunc Pro Tunc to the Petition Date*, dated July 2, 2009 and entered at Docket No. 2949, (the "**Retention Order**"), AP Services, LLC ("**APS**") hereby files its monthly staffing report for the period of October 1, 2009 through October 31, 2009 (the "**Staffing Period**"), and in support of such report respectfully represents:

1. Pursuant to the terms of the Retention Order, the Debtors' motion seeking entry of same (as filed with this Court on June 12, 2009 at Docket No. 952, the "**Retention Motion**"),

the “**Engagement Letter**,” (as such term is defined therein) and the First Amended Engagement Letter July 23, 2009¹, and the Second Amended Engagement Letter November 12, 2009², APS was retained by the above captioned debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (collectively, the “**Chapter 11 Cases**”), as crisis managers for the Debtors and Albert A. Koch was retained to serve as the Debtors’ Chief Restructuring Officer with later appointment to the position of Chief Executive Officer. The functions filled by Mr. Koch and other APS personnel (collectively, the “**Temporary Staff**”) encompass a wide range of activities related to the Chapter 11 Cases which include, without limitation, assisting with the structuring, negotiation and completion of a sale of the Debtors’ assets and operations pursuant to section 363 of the Bankruptcy Code; identifying the assets and liabilities to be sold and transferred; supporting the negotiation and implementation of various transitional contractual relationships and, subsequent to such sale, monetizing assets, settling claims and proposing, filing and implementing a plan of liquidation.

2. As provided for within the Retention Motion, the Engagement Letter, and the Retention Order, effective as of July 10, 2009, certain members of the Temporary Staff were designated by the Debtor’s Board of Directors to serve in accordance with the Debtor’s bylaws in the following officer positions: Albert Koch, President and CEO; Ted Stenger, Executive Vice President; Kyle Braden, Vice President, Secretary and Chief Restructuring Officer; James

¹ Under the terms of the First Amended Engagement Letter, APS agreed to reduce its hourly fees from and after July 10, 2009, the effective date of the sale of Debtors’ primary assets to General Motors Company, as follows: (i) for the first \$60 million in fees, APS will discount each bill to 85% of standard hourly fees; and (ii) for fees exceeding \$60 million, APS will discount each bill to 75% of standard hourly fees.

² Under the terms of the Second Amended Engagement Letter, work performed for General Motors Strasbourg, SAS, effective September 1, 2009, will be billed at standard local rates converted to USD as of the last day of the billing period, and paid directly by General Motors Strasbourg, SAS.

Redwine, Vice President, Christian Cook, Vice President; James Selzer, Vice President and Treasurer. On August 20, 2009, additional members of the Temporary Staff were designated as officers: Thomas A. Morrow, Vice President and David F. Head, Vice President. In addition, Messrs. Koch, Stenger, Selzer and Braden were appointed to fulfill similar officer roles in, and serve as directors of, certain of the numerous non-debtor subsidiaries of the Debtors. The Retention Order requires APS to file monthly staffing reports with the Court with copies to the United States Trustee and all official committees. The staffing report must include the names of the individuals assigned³ to be members of the Temporary Staff and any updates to the then-current list of officer and director positions held by members of the Temporary Staff. All staffing is subject to review by the Court in the event an objection is filed.

3. The attached Exhibit A includes a list of the members of the Temporary Staff that provided services to the Debtors during this Staffing Period, along with their corresponding position titles within APS and their APS billing rates. Exhibit A also includes any updates to the list of members of the Temporary Staff that have been designated to officer or director positions, along with their corresponding position titles and their APS billing rates.

Dated: December 2, 2009

By: /s/ Albert A. Koch
Albert A. Koch
Authorized Representative
AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075

³ Based on the needs of the Debtors, members of the Temporary Staff may work less than full time on their assignments. Depending on workload, schedules or specific assignments during a monthly billing cycle, some members of the Temporary Staff may not require any billable hours for that period and, therefore, would be omitted from that period's **Exhibit A**.

Exhibit A

AP Services, LLC

Temporary Staff³

Motors Liquidation Company, et al., f/k/a/ General Motors Corp., et al.

Staffing Period: October 1, 2009 through October 31, 2009

North America		
Temporary Staff -- Officer and Director Positions - Debtor Entities		
Name	Position Title	Discounted Hourly Rate**
Albert A Koch	President and CEO	\$709.75
Edward J Stenger	Executive Vice President	\$709.75
Kyle A. Braden	Vice President, Secretary and CRO	\$471.75
James M. Redwine	Vice President	\$552.50
Christian B. Cook	Vice President	\$505.75
James Selzer	Vice President and Treasurer	\$471.75
Thomas A. Morrow	Vice President	\$582.25
David F. Head	Vice President	\$582.25
Temporary Staff -- Officer and Director Positions - Non-Debtor Entities		
Name	Position Title	Discounted Hourly Rate**
Albert A. Koch	President and CEO	\$709.75
Edward J. Stenger	Executive Vice President	\$709.75
Kyle A. Braden	Vice President, Secretary and CRO	\$471.75
James Selzer	Vice President and Treasurer	\$471.75
Temporary Staff		
Name	APS Position Title	Discounted Hourly Rate**
Carrienne J M Basler	Director	\$552.50
Cliff W. Campbell	Director	\$552.50
Kurt J. Beckeman	Director	\$505.75
Jamie Lisac	Director	\$505.75
Michelle C Campbell	Director	\$505.75
Michael Hartley	Director	\$505.75
Timothy Yost	Director	\$505.75
Michael P. Deighan	Director	\$505.75
Daniel Goldwin	Director	\$471.75
Bryan Gaston	Director	\$471.75
Scott R. Hamilton	Director	\$433.50

Temporary Staff		
Name	APS Position Title	Discounted Hourly Rate**
Kurt J Kauth†	Director	\$433.50
Susan G. Budd	Director	\$433.50
Afshin Azhari	Director	\$433.50
Drew Lockard	Director	\$433.50
Scott Haeger	Director	\$433.50
Richard W. Whitlock	Director	\$433.50
John Franks	Director	\$433.50
Bill Nowicke	Vice President	\$425.00
Patrick Healy	Vice President	\$425.00
Courtney E. Pozmantier	Vice President	\$425.00
Robert Losier	Vice President	\$425.00
Alan T. Neuhoff	Vice President	\$425.00
Vispi N. Jilla	Vice President	\$382.50
Evelyn Ni	Vice President	\$382.50
Kathi Askins	Vice President	\$335.75
Erick Berreondo	Vice President	\$382.50
J. Timothy Neis	Vice President	\$382.50
David Sikorski†	Vice President	\$382.50
Alexander T. Deligtisch	Vice President	\$382.50
Michelle R. Smith	Vice President	\$335.75
Chad M. Tolleson	Vice President	\$335.75
Travis Phelan	Vice President	\$335.75
Brian Huffman	Vice President	\$335.75
Brad E Goldsmith	Vice President	\$382.50
Tony Muzzin	Associate	\$306.00
Matthew Roling	Associate	\$306.00
Gabe Greenbaum	Associate	\$306.00
Brian Rosenthal	Associate	\$306.00
Peter O'Donnell†	Associate	\$276.25
Amity Hartman	Associate	\$250.75
Deven Patel	Associate	\$225.25
Patrick N. Clark	Analyst	\$221.00
Kimberly Cote	Analyst	\$199.75
Candice L. Wagner	Analyst	\$199.75
Jeff Ivester	Analyst	\$199.75
Bobbie J. Phillips	Analyst	\$199.75
Dipes Patel	Analyst	\$199.75
Alexandra Griffin	Analyst	\$199.75
Torrey Jordan	Analyst	\$199.75
Brittany M. Teal	Analyst	\$199.75
Ben Barr	Analyst	\$199.75
Tom M. Walz	Analyst	\$199.75
Chris Watts	Analyst	\$199.75
Barbara Ferguson	Analyst	\$199.75

Temporary Staff		
Name	APS Position Title	Discounted Hourly Rate**

Sam Parson	Analyst	\$199.75
Steve Ray	Analyst	\$191.25
Nick Madurkar	Analyst	\$191.25
Wally Li†	Analyst	\$191.25
Julia Mysinger	Paraprofessional	\$170.00
Latonya Jones-Callaway	Paraprofessional	\$170.00
Tony Williamson	Paraprofessional	\$153.00
Mary Betik	Paraprofessional	\$153.00
Stephen Tucker	Paraprofessional	\$153.00
Natalie P. Meuche	Paraprofessional	\$153.00
Susanna E. Kim	Paraprofessional	\$153.00
Travis Haber	Paraprofessional	\$153.00
Vanessa Pogue†	Paraprofessional	\$153.00

*Work performed by the Temporary Staff outside of North America will be charged at their local rates converted to U.S. dollars as of the final day of the billing period.

**The converted rates, in addition to local US rates, are then discounted 15%. However, the discounted rates for MD's shall not exceed the maximum billing rate range for that particular APS position title as specified in the Engagement Letter.

† New assignment to Temporary Staff		

Temporary Staff - General Motors Strasbourg, SAS		
Name	APS Position Title	Hourly Rate***
Laurent Petizon	Managing Director	\$835.00
Giacomo Cantu	Director	\$821.73
Nicolas Deniau	Vice President	\$732.90
Bruce Conforto	Director	\$595.00
Reese McNeel	Vice President	\$479.25
***Local Rates converted to U.S. dollars as of the final day of the billing period.		

³APS may determine, from time to time, to augment its professional staff with independent contractors (each an “**Independent Contractor**”) in these Chapter 11 Cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.